

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE PFIZER INC. SHAREHOLDER
DERIVATIVE LITIGATION

No. 09 Civ. 7822 (JSR)

ECF Case

ANSWER OF NOMINAL DEFENDANT PFIZER INC.

Nominal Defendant Pfizer Inc. (“Pfizer”), by its counsel DLA Piper LLP (US), hereby answers the Plaintiffs’ Consolidated, Amended and Verified Shareholder Derivative Complaint (the “Complaint”) as follows:

Pfizer neither admits nor denies the allegations set forth in Paragraphs 1-222 of the Complaint and the allegations set forth in the portion of the Complaint that precedes the numbered paragraphs. Pfizer will abide by the Court’s orders in this action.

DEFENSES

Pfizer asserts the following defenses:

1. This action should be dismissed because Plaintiffs’ claims are barred in whole or in part to the extent that Plaintiffs lack standing.
2. This action should be dismissed because Plaintiffs’ claims are barred in whole or in part to the extent the Court lacks subject matter jurisdiction.
3. This action should be dismissed because Plaintiffs’ claims are barred in whole or in part because Plaintiffs failed to make demand on Pfizer’s Board of Directors to initiate this action.

4. This action should be dismissed because Plaintiffs' claims are barred in whole or in part to the extent Plaintiffs have not maintained continuous ownership of Pfizer stock from the time of the actions complained of in the Complaint to date.

Dated: New York, New York
April 6, 2010

DLA PIPER LLP (US)

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